

Exhibit B

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	:
DOWLING COLLEGE,	:
f/d/b/a DOWLING INSTITUTE,	: Case No. 16-75545 (REG)
f/d/b/a DOWLING COLLEGE ALUMNI	:
ASSOCIATION,	:
f/d/b/a CECOM,	:
a/k/a DOWLING COLLEGE, INC.,	:
	:
Debtor.	:
-----X	

**NOTICE OF PROPOSED SALE OF CERTAIN IP
ADDRESSES PURSUANT TO THE SALE PROCEDURES**

PLEASE TAKE NOTICE OF THE FOLLOWING:

PLEASE TAKE NOTICE that the debtor and debtor in possession in the above-captioned case (the “Debtor”) pursuant to the *Order Establishing Procedures for the Sale of the Debtor’s IP Addresses*, entered by the United States Bankruptcy Court for the Eastern District of New York (the “Court”) on _____ (the “Sale Order”), proposes to sell certain IP Addresses to _____ (the “Purchaser”) pursuant to an agreement dated _____ (the “Purchase Agreement”) and attached hereto. This Notice is being provided in accordance with and sets forth the information required under the Sale Order.

Description of Assets: The IP Addresses consist of . . .

Economic Terms and Conditions of the Proposed Sale: The Debtor proposes to sell the IP Addresses to the Purchaser on an “as is” basis, free and clear of all liens, claims, or encumbrances therein, pursuant to section 363(f) of the Bankruptcy Code. The consideration for the sale is . . .

Name and Address of Purchaser: The Purchaser, _____, is not an insider or affiliate of the Debtor and is located at . . .

Liens and Encumbrances on the Assets: The Debtor is aware that the following parties hold liens and/or encumbrances on the IP Addresses: (1) Wilmington Trust, National

Association, as Indenture Trustee for the Series 2006 Bonds and (2) UMB Bank, National Association, as Indenture Trustee for the Series 2002 Bonds and Series 2015 Bonds. To the extent any other party has liens or encumbrances on the IP Addresses, the Debtor believes any such lien or encumbrance would be subject to monetary satisfaction in accordance with section 363(f)(5) of title 11 of the United States Code (the “Bankruptcy Code”).

PLEASE TAKE FURTHER NOTICE that any objection to the proposed sale (an “Objection”) must: (a) be in writing, (b) state with specificity the nature of the objection; and (c) be filed with the Bankruptcy Court and served on: (i) The Office of the United States Trustee for the Eastern District of New York, Alfonse D’Amato Federal Courthouse, 560 Federal Plaza, Central Islip, New York 11722, Attn: Stan Yang, Esq., Trial Attorney; (ii) counsel to the Debtor: Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, New York 10036, Attn: Sean C. Southard, Esq.; (iii) counsel to the Debtor’s material prepetition and post-petition secured lenders: (a) Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: P. Miyoko Sato, Esq. and Ian A. Hammel, Esq., (b) Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: Brian D. Pfeiffer, Esq. and Neil S. Begley, Esq., (c) Certilman Balin Adler & Hyman, LLP, 90 Merrick Avenue, 9th Floor, East Meadow, NY 11554, Attn: Richard J. McCord, Esq. and Thomas J. McNamara, Esq., and (d) Garfunkel Wild, P.C., 111 Great Neck Road, Great Neck, NY 11021, Attn: Adam T. Berkowitz, Esq.; and (iv) counsel to the Creditors’ Committee: SilvermanAcampora, LLP, 100 Jericho Quadrangle, Suite 300, Jericho, New York 11753, Attn: Ronald J. Friedman, Esq., **so as to be received no later than 4:00 p.m. (Prevailing Eastern Time) on _____, 2017** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if no objections are filed with the Court and served by the Objection Deadline in accordance with the terms of the Sale Order described

above, then the Debtor may proceed with the proposed sale in accordance with the terms of the Sale Order.

Dated: New York, New York
_____, 2017

**KLESTADT WINTERS JURELLER
SOUTHARD & STEVENS, LLP**

By: DRAFT

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